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## THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in China Taiping Insurance Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**中國太平保險控股有限公司**

China Taiping Insurance Holdings Company Limited

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 966)

### **PROPOSALS FOR RE-ELECTION OF DIRECTORS, DECLARATION OF FINAL DIVIDEND, GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES AND OTHER BUSINESS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the 22nd annual general meeting of China Taiping Insurance Holdings Company Limited to be held at Concord Room I, 8th Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 9 June 2022 at 3:00 p.m., is set out on pages 17 to 22 of this circular. If you do not intend or are unable to attend the meeting and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not prevent shareholders from attending and voting at the meeting if they so wish.

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

To safeguard the health and safety of Shareholders and other participants attending the Annual General Meeting and to prevent and control the spreading of coronavirus disease 2019 (COVID-19), the following precautionary measures will be implemented at the annual general meeting of the Company, including but not limited to:

- (1) Compulsory body temperature checks/screening.
- (2) Every attendee is required to scan the "LeaveHomeSafe" venue QR code.
- (3) Every attendee is required to comply with the requirements of the "Vaccine Pass Direction"
- (4) Every attendee is required to wear a face mask.
- (5) Seating at the Annual General Meeting venue will be arranged so as to allow for appropriate social distancing.
- (6) No gifts, refreshments or beverages will be provided at the Annual General Meeting.

\* "Vaccine Pass Direction" is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong).

Any attendee who (i) do not or refused to comply with any of the precautionary measures (1) to (4) above; (ii) is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine; (iii) is subject to the Hong Kong Government's prescribed testing requirements or direction and has not been tested negative; and/or (iv) has any flu-like symptoms or is otherwise unwell, should not attend and may be refused admission to the Annual General Meeting venue at the Company's absolute discretion as permitted by law.

**Shareholders are strongly encouraged to appoint the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.**

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the website of the Company at [www.ctih.cntaiping.com](http://www.ctih.cntaiping.com) and/or the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for future announcements and updates on the Annual General Meeting arrangements.

Hong Kong, 18 May 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the 22nd annual general meeting of the Company to be held on Thursday, 9 June 2022 at 3:00 p.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company and its amendments from time to time
“Board”	the board of directors of the Company
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares not exceeding 10% of the aggregate number of the Shares in issue as at the date of passing of the relevant Ordinary Resolution
“Company”	China Taiping Insurance Holdings Company Limited, a limited company incorporated in Hong Kong, the Shares of which are listed on the Stock Exchange
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting
“Ordinary Resolution”	the proposed ordinary resolution(s) in respect of the ordinary and special business as referred to in the Notice of Annual General Meeting

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## DEFINITIONS

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“PRC”	the People’s Republic of China
“Share(s)”	share(s) of the Company with no par value
“Shareholder(s)”	Registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“TPG”	China Taiping Insurance Group Ltd., a PRC state-owned company established in the PRC and the ultimate holding company of the Company
“TPG (HK)”	China Taiping Insurance Group (HK) Company Limited, the immediate holding company of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection (CHP) of the Department of Health on the prevention of COVID-19 from time to time, the Company will implement the following additional precautionary measures at the Annual General Meeting in the interests of the health and safety of our Shareholders, Directors, staff and other participants of the Annual General Meeting which include without limitation:

- (1) At the entrance of the Annual General Meeting venue, a compulsory body temperature check will be conducted on every person attending the Annual General Meeting. Any person with a body temperature of over 37.3 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell may not be admitted to the Annual General Meeting venue at the Company's absolute discretion as permitted by law.
- (2) Every attendee is required to scan the "LeaveHomeSafe" venue QR code.
- (3) Every attendee is required to comply with the requirements of the Vaccine Pass Direction<sup>#</sup> prior to entry into the Meeting venue.
- (4) Every attendee is required to wear a face mask at any time within the Annual General Meeting venue.
- (5) Seating at the Annual General Meeting venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the Annual General Meeting. The Company may limit the number of attendees at the Annual General Meeting as may be necessary to avoid over-crowding.
- (6) No gifts, refreshments or beverages will be provided at the Annual General Meeting.

<sup>#</sup> "Vaccine Pass Direction" is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong).

Any attendee who (i) do not or refused to comply with any of the precautionary measures (1) to (4) above; (ii) is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine; (iii) is subject to the Hong Kong Government's prescribed testing requirements or direction and has not been tested negative; and/or (iv) has any flu-like symptoms or is otherwise unwell, should not attend and may be refused admission to the Annual General Meeting venue at the Company's absolute discretion as permitted by law.

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## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

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Shareholders are requested (a) to consider carefully the risk of attending the Annual General Meeting, which will be held in an enclosed environment; (b) to follow any prevailing requirements or guidelines prescribed by the Hong Kong Government relating to COVID-19 in deciding whether or not to attend the Annual General Meeting; and (c) not to attend the Annual General Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of Shareholders and other participants attending the Annual General Meeting, Shareholders are strongly encouraged to appoint the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.

The proxy form can be downloaded from the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.ctih.cntaiping.com](http://www.ctih.cntaiping.com). In order to be valid, the signed and completed form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the share registrar of the Company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at least 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.

**For those non-registered holders whose shares are held in the Central Clearing and Settlement System, they are strongly encouraged to vote through HKSCC Nominees Limited by giving instructions to their brokers or custodians.**

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the website of the Company at [www.ctih.cntaiping.com](http://www.ctih.cntaiping.com) and/or the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for future announcements and updates on the Annual General Meeting arrangements.

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## LETTER FROM THE BOARD

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### 中國太平保險控股有限公司

China Taiping Insurance Holdings Company Limited  
(Incorporated in Hong Kong with limited liability)  
(Stock Code: 966)

*Executive Directors:*

Mr. WANG Sidong (*Chairman*)  
Mr. YIN Zhaojun (*Vice Chairman and General Manager*)  
Mr. HONG Bo (*Deputy General Manager*)  
Mr. XIAO Xing (*Deputy General Manager*)

*Registered Office:*

25/F., 18 King Wah Road,  
North Point,  
Hong Kong

*Non-executive Directors:*

Mr. GUO Zhaoxu  
Mr. HU Xingguo  
Ms. ZHANG Cui  
Mr. YANG Changgui

*Independent Non-executive Directors:*

Mr. ZHU Dajian  
Mr. WU Ting Yuk Anthony  
Mr. XIE Zhichun  
Mrs. LAW FAN Chiu Fun Fanny

18 May 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
DECLARATION OF FINAL DIVIDEND,  
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES  
AND OTHER BUSINESS AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### 1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed re-election of Directors, declaration of final dividend, granting general mandates to issue Shares and buy back Shares to the Directors and seeks your approval of the resolutions relating to these matters and other businesses at the Annual General Meeting. The following resolutions will be transacted at the Annual General Meeting:

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## LETTER FROM THE BOARD

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### 2. ORDINARY RESOLUTIONS

#### 2.1 Resolution No. 1: Adoption of the audited financial statements for the year ended 31 December 2021

The 2021 Annual Report incorporating the audited financial statements, the report of the Directors and independent auditor's report for the year ended 31 December 2021 was sent to the Shareholders on 28 April 2022. The audited financial statements have been reviewed by the audit committee of the Company.

#### 2.2 Resolution No. 2: Declaration of Final Dividend

As mentioned in the annual results announcement of the Company for the year ended 31 December 2021 dated 23 March 2022, the Board recommended a final dividend for the year ended 31 December 2021 of 46 HK cents per Share, which is subject to the approval of Shareholders at the Annual General Meeting and compliance with the Companies Ordinance. Ordinary Resolution No. 2 will be proposed at the Annual General Meeting to approve the declaration of the final dividend.

#### 2.3 Resolution No. 3: Re-election of Directors and authorisation of fixing Directors' remuneration

As at the Latest Practicable Date, the executive Directors are Mr. WANG Sidong, Mr. YIN Zhaojun, Mr. HONG Bo and Mr. XIAO Xing; the non-executive Directors are Mr. GUO Zhaoxu, Mr. HU Xingguo, Ms. ZHANG Cui and Mr. YANG Changgui; and the independent non-executive Directors are Mr. ZHU Dajian, Mr. WU Ting Yuk Anthony, Mr. XIE Zhichun and Mrs. LAW FAN Chiu Fun Fanny.

Pursuant to the Article 97 of the Articles of Association, Mr. GUO Zhaoxu, Mr. HU Xingguo, Mr. YANG Changgui and Mr. ZHU Dajian shall retire at the Annual General Meeting. The retiring Directors, being eligible, offer themselves for re-election.

At the meeting of the nomination committee of the Company held on 23 March 2022, the nomination committee reviewed the re-election of the retiring Directors and made recommendation to the Board the re-election of the retiring Directors at the Annual General Meeting.

At the meeting of Board held on 23 March 2022, the Board considered the re-election of the retiring Directors and resolved that the retiring Directors be proposed for re-election at the Annual General Meeting.



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## LETTER FROM THE BOARD

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In compliance with the requirements of code provision F.2.1 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, a separate resolution will be proposed at the Annual General Meeting for the re-election of each individual director whether such Director is an executive Director, non-executive Director or independent non-executive Director.

Mr. ZHU Dajian has been appointed as independent non-executive Director with effect from 21 August 2014 and shall retire at the Annual General Meeting, being eligible, offers himself for re-election. Mr. ZHU Dajian has made confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board considers that Mr. ZHU Dajian is independent and his re-election is in the best interest of the Company and Shareholders as a whole. For the details in relation to the process used by the Company for identifying independent non-executive Director candidates, the reasons to recommend re-election of Mr. ZHU Dajian as independent non-executive Director, as well as how he contributes to diversity of the Board, please refer to the 2021 Annual Report of the Company.

The brief biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

The Board recommends to the Shareholders that the Board shall be authorised to fix the Directors' remuneration.

#### **2.4 Resolution No. 4: Re-appointment of independent auditor**

The Board (which agreed with the view of the audit committee of the Company) recommended that subject to the approval of Shareholders at the Annual General Meeting, KPMG be re-appointed as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

The Board recommends to the Shareholders that the Board shall be authorised to fix the auditor's remuneration.

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## LETTER FROM THE BOARD

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### **2.5 Resolutions Nos. 5 to 7: General mandates to issue shares and buy back shares**

In order to ensure flexibility and provide discretion to the Directors, in the event that it becomes desirable to issue any Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules for a general mandate to issue Shares. At the Annual General Meeting, Ordinary Resolution No. 5 will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to allot and issue new Shares up to 20% of the aggregate number of Shares in issue immediately after the passing of Ordinary Resolution No. 5 (i.e. not exceeding 718,803,707 Shares based on 20% of the 3,594,018,538 issued Shares as at the Latest Practicable Date and assuming that such issued Shares remains the same at the date of the passing of the Ordinary Resolution No. 5). In addition, subject to the approval of Ordinary Resolution No. 7, the number of Shares bought back by the Company under Ordinary Resolution No. 6 will also be added to the 20% general mandate as mentioned in Ordinary Resolution No. 5.

In addition, Ordinary Resolution No. 6 will be proposed to approve the granting of a Buy-back Mandate to the Directors to exercise the powers of the Company to buy back Shares representing up to 10% of the aggregate number of Shares in issue immediately after the passing of Ordinary Resolution No. 6 (i.e. not exceeding 359,401,853 Shares based on 10% of the 3,594,018,538 issued Shares as at the Latest Practicable Date and assuming that such issued Shares remains the same at the date of the passing of the Ordinary Resolution No. 6).

An explanatory statement as required by the Listing Rules and the Companies Ordinance to be sent to the Shareholders in connection with the Buy-back Mandate is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### **3. ANNUAL GENERAL MEETING**

The Notice of Annual General Meeting is set out on pages 17 to 22 of this circular to consider the Resolutions Nos. 1 to 7.

A form of proxy for use at the Annual General Meeting is enclosed. If you do not intend or are unable to attend the meeting and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the form of proxy and return it to the share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not prevent Shareholders from attending and voting at the Annual General Meeting if they so wish.

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## LETTER FROM THE BOARD

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Pursuant to the Listing Rules, any vote of Shareholders taken at the Annual General Meeting to approve the resolutions proposed must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

#### 4. CLOSURE OF REGISTER OF MEMBERS

To ascertain the identity of the Shareholders who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 6 June 2022 to Thursday, 9 June 2022 inclusive during which period no share transfers can be registered. In order to be eligible to attend and vote at the Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Hong Kong Registrars Limited at Shops 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 2 June 2022.

To determine the entitlement to the proposed final dividend, the register of members of the Company will be closed on Tuesday, 12 July 2022. During the above period, no share transfers can be registered. In order to qualify for the entitlement to the proposed final dividend, subject to passing of the Ordinary Resolution No. 2 at the Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 11 July 2022.

#### 5. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, declaration of final dividend, granting the general mandate to issue Shares and the Buy-back Mandate to the Directors and other businesses are in the interests of the Company and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

#### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

**Yours faithfully,**  
For and on behalf of the Board  
**WANG Sidong**  
*Chairman*

*Details of the four Directors proposed to be re-elected at the Annual General Meeting are set out as follows:*

**1. Mr. GUO Zhaoxu (“Mr. GUO”)**

**Mr. GUO Zhaoxu**, aged 57, has been a non-executive director of the Company since 2019. Mr. GUO has been a non-executive director of TPG and TPG (HK) since 2020. Mr. GUO had been the general manager of China Finance & Economic Media Group; deputy editor-in-chief and president of Economic Science Press; deputy director, director of editing room and deputy editor-in-chief of China Financial & Economic Publishing House. Mr. GUO holds a bachelor degree in accounting from Central University of Finance and Economics, China. He is also a senior editor.

Save as otherwise disclosed in this circular, Mr. GUO has not held any directorship in other listed public companies during the three years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. GUO has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as otherwise disclosed in this circular, Mr. GUO has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Mr. GUO. Mr. GUO is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. GUO is not entitled to receive any remuneration or other benefits, unless otherwise decided by the Board and remuneration committee of the Company in accordance with the procedures applicable to the Board and the remuneration committee.

Save as otherwise disclosed in this circular, in relation to the re-election of Mr. GUO as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

**2. Mr. HU Xingguo (“Mr. HU”)**

**Mr. HU Xingguo**, aged 56, has been a non-executive director of the Company since 2019. Mr. HU has been a non-executive director of TPG and TPG (HK) since 2020. Mr. HU had been the vice president of China Financial and Economic News Agency; senior staff member, principal staff member, deputy director, researcher, secretary of the department, director of the General Division of the Accounting Department in the General Division of Accounting Department and National Accounting Professional Technical Qualification Examination Office of the Ministry of Finance of China. Mr. HU holds a bachelor degree in accounting from Shanghai University of Finance and Economics, China and a doctorate degree in management science from China University of Mining & Technology, Beijing. He is also a non-practising member of The Chinese Institute of Certified Public Accountants and intermediate accountant.

Save as otherwise disclosed in this circular, Mr. HU has not held any directorship in other listed public companies during the three years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. HU has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as otherwise disclosed in this circular, Mr. HU has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Mr. HU. Mr. HU is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. HU is not entitled to receive any remuneration or other benefits, unless otherwise decided by the Board and remuneration committee of the Company in accordance with the procedures applicable to the Board and the remuneration committee.

Save as otherwise disclosed in this circular, in relation to the re-election of Mr. HU as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

**3. Mr. YANG Changgui (“Mr. YANG”)**

**Mr. YANG Changgui**, aged 58, has been a non-executive director of the Company since 2019. Mr. YANG has been a non-executive director of TPG and TPG (HK) since 2020. Mr. YANG had been the deputy director of the Information Network Center; deputy director of the Investment Division 2 of Infrastructure Department, assistant director of the Investment (Budget) Evaluation Center of the Ministry of Finance of China. Mr. YANG holds a master degree in finance from School of Finance of the Renmin University of China. He is also a registered cost engineer, intermediate accountant and senior economist.

Save as otherwise disclosed in this circular, Mr. YANG has not held any directorship in other listed public companies during the 3 years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. YANG has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as otherwise disclosed in this circular, Mr. YANG has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Mr. YANG. Mr. YANG is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. YANG is not entitled to receive any remuneration or other benefits, unless otherwise decided by the Board and remuneration committee of the Company in accordance with the procedures applicable to the Board and the remuneration committee.

Save as otherwise disclosed in this circular, in relation to the re-election of Mr. YANG as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

**4. Mr. ZHU Dajian (“Mr. ZHU”)**

**Mr. ZHU Dajian**, aged 68, has been an independent non-executive director of the Company since 2014. Mr. ZHU is currently a distinguished professor, PhD instructor of the School of Economics and Management and Director of Institute of Governance for Sustainable Development of Tongji University; an expert of the State Foundation for Social Sciences; a member of the Social Science Commission of the Ministry of Education of China; a special policy adviser of the Shanghai Municipal Government, China; a member of international expert committee of Ellen MacArther Foundation, United Kingdom. Mr. ZHU had been an independent non-executive director of Chiho-Tiande Group Limited; a senior research scholar of Harvard University, United States; and a senior visiting scholar of Melbourne University, Australia. Mr. ZHU is graduated from Qinghai University, China, and holds a master of science degree from the Chinese Academy of Science and a doctorate degree in management from Tongji University, China.

Save as otherwise disclosed in this circular, Mr. ZHU has not held any directorship in other listed public companies during the three years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. ZHU has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as otherwise disclosed in this circular, Mr. ZHU has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Mr. ZHU. Mr. ZHU is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. During the year 2021, the total director’s fee that Mr. ZHU was entitled to receive from the Group was HK\$320,000. During the year 2022, Mr. ZHU is entitled to receive a director’s fee of HK\$320,000 as determined by the Board and the remuneration committee of the Company pursuant to the letter of appointment entered into between the Company and Mr. ZHU, with reference to his position and the prevailing market conditions.

Save as otherwise disclosed in this circular, in relation to the re-election of Mr. ZHU as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

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## **APPENDIX II                      EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE**

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*The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Buy-back Mandate and also constitutes the memorandum required under Section 239(2) of the Companies Ordinance.*

### **NUMBER OF SHARES**

As at the Latest Practicable Date, the number of Shares in issue was 3,594,018,538. Subject to the passing of Ordinary Resolution No. 6 granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Company will be allowed to buy back a maximum of 359,401,853 Shares (representing not more than 10% of the issued Shares as at the Latest Practicable Date) during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

### **REASONS FOR BUY-BACKS**

The Directors believe that the ability to buy back Shares is in the interests of the Company and its Shareholders.

Buy-backs may, depending on the circumstances, result in an increase in net assets and/or earnings per share. The Directors are seeking the grant of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The timing and the number, the price and other terms upon which the Shares are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

### **FUNDING OF BUY-BACKS**

Buy backs must be made out of funds which are legally available for such purpose in accordance with the Articles of Association and the laws of Hong Kong. The Companies Ordinance provides that the amount of capital repaid in connection with a share buy-back may only be paid from the distributable profits of the company or from the proceeds of a new issue of shares made for the purpose. It is envisaged that the funds required for any buy-back would be derived from the distributable profits of the Company.

There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the financial year ended 31 December 2021) in the event that the proposed share buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing level which in the opinion of the Directors is from time to time appropriate for the Company.



**GENERAL**

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company in the event that the Buy-back Mandate is granted by Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules and the laws of Hong Kong.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to do so, in the event that the Buy-back Mandate is granted.

If on the exercise of the power to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, TPG beneficially held 2,201,515,256 Shares, representing approximately 61.25% of the issued Shares. In the event that the Directors should exercise in full the Buy-back Mandate, the shareholding of TPG in the Company will be increased to approximately 68.06% of the issued Shares. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-backs made under the Buy-back Mandate. The Directors do not propose to exercise the Buy-back Mandate to such extent that the public shareholding would be reduced to less than 25% of the issued Shares.

**SHARE PURCHASE MADE BY THE COMPANY**

No purchase has been made by the Company of its Shares (whether on the Stock Exchange or otherwise) in the six months prior to the date of this circular.

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**APPENDIX II                      EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE**

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**SHARE PRICES**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date and for the month of May 2022 up to the Latest Practicable Date:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
May	14.96	13.66
June	14.46	12.70
July	13.04	10.72
August	12.08	10.64
September	12.96	11.10
October	13.00	11.56
November	12.06	10.76
December	11.22	10.58
<b>2022</b>		
January	11.94	10.72
February	12.10	9.03
March	9.99	7.80
April	10.10	8.36
May (up to the Latest Practicable Date)	9.04	8.15

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## NOTICE OF ANNUAL GENERAL MEETING

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**中國太平保險控股有限公司**  
China Taiping Insurance Holdings Company Limited  
(Incorporated in Hong Kong with limited liability)  
(Stock Code: 966)

### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and other participants attending the Annual General Meeting and to prevent and control the spreading of coronavirus disease 2019 (COVID-19), the following precautionary measures will be implemented at the annual general meeting of the Company, including but not limited to:

- (1) Compulsory body temperature checks/screening.
- (2) Every attendee is required to scan the “LeaveHomeSafe” venue QR code.
- (3) Every attendee is required to comply with the requirements of the “Vaccine Pass Direction”#.
- (4) Every attendee is required to wear a face mask.
- (5) Seating at the Annual General Meeting venue will be arranged so as to allow for appropriate social distancing.
- (6) No gifts, refreshments or beverages will be provided at the Annual General Meeting.

# “Vaccine Pass Direction” is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong).

Any attendee who (i) do not or refused to comply with any of the precautionary measures (1) to (4) above; (ii) is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine; (iii) is subject to the Hong Kong Government’s prescribed testing requirements or direction and has not been tested negative; and/or (iv) has any flu-like symptoms or is otherwise unwell, should not attend and may be refused admission to the Annual General Meeting venue at the Company’s absolute discretion as permitted by law.

**Shareholders are strongly encouraged to appoint the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.**

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the website of the Company at [www.ctih.cntaiping.com](http://www.ctih.cntaiping.com) and/or the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for future announcements and updates on the Annual General Meeting arrangements.

**NOTICE IS HEREBY GIVEN** that the 22nd annual general meeting of China Taiping Insurance Holdings Company Limited (the “Company”) will be held at Concord Room I, 8th Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 9 June 2022 at 3:00 p.m. for the following purposes:

As ordinary business:

1. To receive and adopt the audited Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 December 2021.

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## NOTICE OF ANNUAL GENERAL MEETING

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2. To declare a final dividend of 46 HK cents for the year ended 31 December 2021.
3. (a) each as a separate resolution, to re-elect the following retiring directors of the Company:
  - (1) to re-elect Mr. GUO Zhaoxu as a director of the Company (the “Director”);
  - (2) to re-elect Mr. HU Xingguo as a Director;
  - (3) to re-elect Mr. YANG Changgui as a Director; and
  - (4) to re-elect Mr. ZHU Dajian as a Director.
- (b) To authorise the board of the directors (the “Board”) to fix the Directors’ remuneration.
4. To re-appoint KPMG as the independent auditor of the Company and to authorise the Board to fix their remuneration.

As special business:

As special business, to consider and, if thought fit, pass, with or without modifications, the following resolutions which will be proposed as ordinary resolutions:

**5. “THAT:**

- (i) subject to paragraph (iii) below and pursuant to Sections 140 and 141 of the Companies Ordinance, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with any additional shares of the Company and to make or grant offers, agreements, options and other rights or issue warrants which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other rights or issue warrants which may require the exercise of the powers of the Company referred to in that paragraph at any time during or after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the total number of additional shares of the Company which may be allotted, issued or otherwise dealt with by the Directors during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or an issue of shares pursuant to the exercise of subscription rights attaching to any warrants issued by the Company or of any options which may be granted under any share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares or any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company or a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this Resolution provide that if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be allotted and issued pursuant to the approval in paragraph (i) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly, and the said approval shall be limited accordingly;
  
- (iv) for the purpose of this Resolution:
  - (a) “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
    - (1) the conclusion of the next annual general meeting of the Company;
    - (2) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by law to be held; and
    - (3) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) “Rights Issue” means an offer of shares or an offer of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors, to holders of shares of the Company whose names appear on the Register of Members of the Company on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;
- (ii) the total number of shares of the Company which may be bought back pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution provided that if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be bought back pursuant to the approval in paragraph (i) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly, and the said approval shall be limited accordingly;
- (iii) for the purpose of this Resolution:
- (a) “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (1) the conclusion of the next annual general meeting of the Company;
  - (2) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by law to be held; and
  - (3) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) “Shares” means shares of all classes of the Company and warrants and other securities issued by the Company which carry a right to subscribe or purchase shares of the Company.”
7. “**THAT** conditional upon the passing of Resolutions No. 5 and No. 6 set out above, the general mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make, issue or grant offers, agreements, options and/or warrants which might require the exercise of such powers in accordance with Resolution No. 5 above be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the total number of shares of the Company bought back by the Company pursuant to the exercise by the Directors in accordance with Resolution No. 6 above of the powers of the Company to buy back such shares, provided that such extended number shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution.”

By Order of the Board  
**ZHANG Ruohan**  
*Company Secretary*

Hong Kong, 18 May 2022

*Notes:*

- (i) If black rainstorm warning or a tropical cyclone warning signal number 8 or above is in effect any time after 12:00 noon on the date of the annual general meeting, the meeting will be adjourned. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.ctih.cntaiping.com](http://www.ctih.cntaiping.com)) to notify Shareholders of the date, time and place of the adjourned meeting.
- (ii) A member entitled to attend and vote at the above meeting shall be entitled to appoint another person as his proxy, or appoint up to 2 proxies if he holds 2 or more shares of the Company, to attend, speak and vote for him in accordance with the articles of association of the Company. A proxy need not be a member of the Company.
- (iii) In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (iv) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (v) To ascertain the shareholders' entitlement to attend and vote at the annual general meeting of the Company, the register of members of the Company will be closed from Monday, 6 June 2022 to Thursday, 9 June 2022 inclusive during which period no share transfers can be registered. In order to be eligible to attend and vote at the annual general meeting of the Company, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Hong Kong Registrars Limited at Shops 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 2 June 2022.
- (vi) To determine the entitlement to the proposed final dividend, the register of members of the Company will be closed on Tuesday, 12 July 2022. During the above period, no share transfers can be registered. In order to qualify for the entitlement to the proposed final dividend, subject to passing of the Ordinary Resolution No. 2 at the Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 11 July 2022.
- (vii) A circular giving details of the resolutions to be dealt in annual general meeting of the Company will be despatched to the shareholders on 18 May 2022. The biographical details of the retiring Directors who are proposed to be re-elected at the above meeting are set out in Appendix I to the circular.
- (viii) This notice is also available for viewing on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.ctih.cntaiping.com](http://www.ctih.cntaiping.com) from 18 May 2022.
- (ix) Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the website of the Company at [www.ctih.cntaiping.com](http://www.ctih.cntaiping.com) and/or the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for future announcements and updates on the Annual General Meeting arrangements.
- (x) As at the date of this notice, the Board is comprised of 12 Directors, of which Mr. WANG Sidong, Mr. YIN Zhaojun, Mr. HONG Bo and Mr. XIAO Xing are executive Directors, Mr. GUO Zhaoxu, Mr. HU Xingguo, Ms. ZHANG Cui, and Mr. YANG Changgui are non-executive Directors and Mr. ZHU Dajian, Mr. WU Ting Yuk Anthony, Mr. XIE Zhichun and Mrs. LAW FAN Chiu Fun Fanny are independent non-executive Directors.
- (xi) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.